

General Meeting

By-laws

By-law: General Meeting By-laws	Approved by: Board of Directors
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1 Purpose

This By-law provides rules for how Keppel Bay Sailing Club Limited (The Club) will conduct General Meetings and the election of directors.

2 Scope

All eligible voting members (members) of the Club are required to adhere to these By-laws at all General Meetings, inclusive of Annual General Meetings (AGM). This By-law is to be used in conjunction with the Club's Constitution.

3 References

Corporations Act 2001
Australian Securities and Investments Commission Act 2001

4 By-laws Statement

General Meetings and Annual General Meetings are an integral part of the Club's accountability to its members. They are a mechanism for keeping the Board accountable for the performance of the Club, and for engendering transparency in reporting. General Meetings usually cover matters outside of the scope of daily management, such as changes to the Club's name, status or capital structure, the constitution, approval of certain director benefits, removal and election of directors and auditors and director remuneration. It is essential that these meetings are prepared for, convened and conducted in an efficient and effective manner. The establishment of clear and succinct General Meeting By-laws will enable the Club to discharge the items of business required by law and the Club's Constitution.

5 General Meetings and Annual General Meetings

All General Meetings are to be convened pursuant to Clause 11 in the Club's Constitution.

6 Notice of Meeting

Notice of Meeting is pursuant to Clause 11.3 in the Club's Constitution.

7 Resolutions

All members are to be given notice of any resolution that is to be put to a General Meeting of members. No resolution can be amended or changed from that which is distributed with the Notice of Meeting.

7.1 Special Resolutions

Special Resolutions included in the Notice of Meeting, should set out an intention to propose a Special Resolution and state the resolution. These Special Resolutions include, but are not limited to:

- (a) Life Membership nominations;
- (b) modify or repeal the constitution; and
- (c) change the Club's name.

7.2 Ordinary Resolutions

Ordinary resolutions are not specifically defined in the Corporations Act and need only a simple majority (i.e. more than 50% of votes cast in favour) to pass. These resolutions must also be included in the Notice of Meeting and state the resolution. Some decisions that may only require an ordinary resolution include, but are not limited to:

- (a) election/re-election of directors;
- (b) appointment of an auditor;
- (c) acceptance of reports at the General Meeting; and
- (d) strategic or commercial decisions.

7.3 Members' Resolutions

Members may give notice of a resolution that they propose to move at a General Meeting, if the resolution has the support at least five (5) members who are entitled to vote at the General Meeting.

- (a) The notice must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.

- (b) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (c) Members' resolutions need to be submitted at least 21 days before a General Meeting.

8 Giving notice of members' resolutions

- (a) If the Club has been given notice of a members' resolution the resolution is to be considered at the next General Meeting pursuant with Rule 7.3 (d) of this By-law.
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (d) The members are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a General Meeting, the Club may resolve to meet the expenses itself.

9 MEMBERS' STATEMENTS TO BE DISTRIBUTED

9.1 Grounds for statement

Members may request the Club give to all of its members a statement provided by the members making the request about:

- (a) a resolution that is proposed to be moved at a General Meeting; or
- (b) any other matter that may be properly considered at a General Meeting.

9.2 Who may request

The request must be made by at least five (5) members who are entitled to vote at the General Meeting.

9.3 How the request is to be made

The request must be:

- (a) in writing;

- (b) signed by the members making the request; and
- (c) given to the Club.

9.4 Copies for signing

Separate copies of a document setting out the request may be used for signing by the relevant members if the wording of the request is identical in each copy.

9.5 Distribution of statement

After receiving the request, the Club must distribute to all of the members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a General Meeting.

9.6 When the Club bears cost

The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.

9.7 When Members bear cost

The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a General Meeting, the Club may resolve to meet the expenses itself.

9.8 When the Club need not comply with the request

The Club need not comply with the request:

- (a) if the statement is more than 1,000 words long or defamatory; or
- (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

10 The role of Chair in General Meetings

The performance of the Chair is central to the success of a General Meeting. The Chair has the power to preserve order, regulate the discussion, adjourn the meeting and also has powers in relation to voting procedures.

Specific duties of the Chair include:

- (a) To understand all legal and constitutional rules about meetings;
- (b) To determine that the meeting has been properly convened and that a quorum is present and maintained throughout the meeting;

- (c) To understand the business and objectives of the meeting;
- (d) To ensure the agenda is worked through efficiently with the greatest time spent on the most significant issues;
- (e) To handle all matters impartially;
- (f) To put all relevant questions to the meeting, take a vote and declare a result;
- (g) To deal with the minutes;
- (h) To declare the meeting closed or adjourned.

11 Voting at General Meetings

11.1 How voting is carried out

- (a) A ordinary resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded.
- (b) A special resolution put to the vote at a General Meeting must be decided on a poll.
- (c) Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (b) On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- (e) Even though the Chair's declaration is conclusive of the voting results, the members present may demand a poll.

11.2 Matters on which a poll may be demanded

- (a) A poll may be demanded on any resolution proposed at a General Meeting.
- (b) A demand for a poll may be withdrawn.

11.3 When a poll is effectively demanded

- (a) At a General Meeting a poll may be demanded by:
 - (i) at least five (5) members; or
 - (ii) the Chair.
- (b) The poll may be demanded:
 - (i) before a vote is taken on the proposed resolution;

- (ii) before the voting results on a show of hands on the proposed resolution are declared; or
- (iv) immediately after the voting results on a show of hands on the proposed resolution are declared.

11.4 Validity of Proxy Vote

- (a) Unless the Club has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - (i) the appointing member dies;
 - (ii) the member is mentally incapacitated;
 - (iii) the member revokes the proxy's appointment;
 - (iv) the member revokes the authority under which the proxy was appointed by a third party; or
 - (v) the member transfers the interest in respect of which the proxy was given.
- (b) A proxy's authority to vote is suspended while the member is present at the meeting.

11.5 Objections to right to vote

A challenge to a right to vote at a General Meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chair, whose decision is final.

11.6 Objection to validity of vote

The Chair shall be sole and absolute judge as to the validity of any vote cast on any resolution. Any objection must:

- (a) be raised immediately after the Chair has declared the result of the vote; and
- (b) not be again raised at any subsequent stage of the meeting.

12 Eligibility to Nominate as a Director

You must not act as a director of the Club or seek election as a director without court consent if you:

- (a) are an undischarged bankrupt;
- (b) are subject to a personal insolvency agreement or an arrangement;
- (c) have been convicted of various offences such as fraud or offences under company law, such as a breach of your duties as a director or insolvent trading;

- (d) are imprisoned for one of these offences and within 5 years of your release from prison; or
- (e) become bankrupt, enter into a personal insolvency agreement or are convicted of a relevant offence, then you automatically lose that office.

The Club's Constitution also makes reference to qualification and restrictions on directorships, Clause 9.2.

13 Election of Directors

13.1 Nominations

The Club's Constitution, Clause 9 makes reference to the nomination and election of directors and Clause 10 for committee members of the Sailing Committee. The form and timelines for nomination for the position of Director of the Club will be determined by the Board. However, the nomination form will contain;

- (a) full name and membership number of nominee;
- (b) eligibility statements to nominate as a director;
- (c) proposer and seconder's name, membership number and signature;
- (d) signed declaration by the nominee to fulfil duties of a director and meeting eligibility criteria; and
- (e) date, time and place by which a nomination needs to be submitted prior to the Notice of Meeting.

13.2 Ballot Papers

Ballot papers for proxy votes should provide the same vote options as those for members attending the General Meeting.

Ballot papers should include:

- (a) a statement on what is a valid vote;
- (b) list of nominees in alphabetical order; and
- (c) boxes in which to vote "for", "against" and "abstain".

13.3 Scrutineer

The Chair of the General Meeting shall select a minimum of two scrutineers to conduct the poll by:

- (a) distributing ballot papers;
- (b) collecting ballot papers;
- (c) tallying results; and

- (d) informing the Chair of the result so that the Chair can inform members.

13.4 Voting Results

The Club's Constitution, Clause 9.3 makes reference to a 50% rule. If there is only one nominee for a position the scrutineers should inform the Chair that 50% was achieved or not, so that the Chair can inform members of the same. This would also apply to the 75% rule for Special Resolutions. All other results would be conveyed to members on majority vote gained.

13.5 Drawn Voting Result

In the event of a drawn result involving:

- (a) two (2) nominees for one position
 - (i) the nominee with the least "against" votes have the majority;
 - (ii) otherwise, poll again until a result is achieved.
- (b) three (3) nominees for one position
 - (i) the two (2) nominees with the least "against" votes in a three (3) way drawn result are to poll against each other;
 - (ii) if two (2) nominees have a drawn majority result they are to poll against each other. A subsequent drawn result is pursuant to Rule 13.5(a) of this By-law;
 - (iii) otherwise, poll again until a result is achieved.
- (c) three (3) nominees for two positions
 - (i) the two (2) nominees with the least "against" votes have the majority;
 - (ii) otherwise, poll again until a result is achieved.

14 Club Patron

14.1 Role

Club Patron:

- (a) is an honorary role within the Club.
- (b) has no responsibilities for the management of the Club.
- (c) may be invited to attend and take on official duties at Club activities and events; and
- (d) is a promoter of the Club, its Members, Club activities and the Club's ongoing success.

14.2 Eligibility

Club Patron will:

- (a) have a long association with the Club.
- (b) be well-known and respected within the Club and wider community.
- (c) display a keen interest in the Club and particularly the sport of sailing; and
- (d) be a positive role model.

14.3 Nomination and Appointment

- (a) The Board of Directors will determine suitability of persons for Club Patron.
- (b) The Board of Directors will gain an acceptance from the individual for nomination as Club Patron.
- (c) The nomination for Club Patron will be put to the membership at the AGM.
- (d) The members will determine through ordinary resolution whether to accept the appointment of the nominated person as Club Patron.
- (e) The appointment of a Club Patron would generally be for 12 months or until the next AGM.

14.4 Termination

- (a) The Board of Directors do have the right to terminate the appointment of Club Patron.
- (b) The Club Patron has the right to relinquish the position at any time.

15 Annual General Meeting

Business to be addressed at the AGM is outlined in Clause 11.4 in the Club's Constitution. The AGM also offers directors the opportunity to exhibit their vision for the Club, to explain the Club's recent performance, and to hear from members.

15.1 Questions and comments by members on club management at AGM

The Chair of the AGM must allow a reasonable opportunity for the members at the meeting to ask questions about or make comments on the management of the Club.

15.2 Questions by members of auditors at AGM

If the Club's auditor or their representative is at the meeting, the Chair of an AGM must allow a reasonable opportunity for the members at the meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Club in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.